

AMENDED AND RESTATED CODE OF REGULATIONS

Adopted on June 25, 2002

LEWIS LITTLE FOLKS, INCORPORATED

ARTICLE I. MEMBERSHIP AND MEETINGS OF MEMBERS

Section 1.1. Membership. The Members of the Corporation shall be family units or legal guardians of the children who attend Lewis Little Folks, Incorporated ("LLF"), regardless of enrollment status, either day care or kindergarten, after-school programs, full-time, part-time, at a discounted rate or otherwise. Each family or legal guardian whose child(ren) attend shall be entitled to one (1) vote per family or legal guardians, regardless of the number of children enrolled at LLF.

Section 1.2. Annual Meetings. The annual meeting of Members shall be held at such time and on such date and such month of each year as may be fixed by the Board of Trustees and stated in the notice of the meeting, for the election of Trustees, the consideration of reports to be laid before such meeting and the transaction of such other business as may properly come before the meeting. In the absence of a Board of Trustees' action fixing the time and date of such annual meeting, the annual meeting of the Members shall be held the last Tuesday of June each calendar year.

Section 1.3. Special Meetings. Special meetings of the Members shall be called upon the written request of the President, the Trustees by action at a meeting, a majority of the Trustees acting without a meeting, or ten (10) Members of the Corporation entitled to vote thereat. Calls for such meetings shall specify the purposes thereof. No business other than that specified in the call shall be considered at any special meeting.

Section 1.4. Notices of Meetings. Unless waived, written notice of each annual or special meeting stating the time, place, and the purposes thereof shall be given by personal delivery, facsimile, electronic mail or by U.S. first class mail to each Member of record entitled to vote at or entitled to notice of the meeting, not more than sixty (60) days nor less than ten (10) days before any such meeting. If mailed, such notice shall be directed to the Member at his address as the same appears upon the records of the Corporation. Any Member, either before or after any meeting, may waive any notice required to be given by law or under these Regulations. Any Member attending any meeting is deemed to waive notice of such meeting.

Section 1.5. Place of Meetings. Meetings of Members shall be held at the principal office of the Corporation (as defined in the Articles of Incorporation) unless the Board of Trustees determines that a meeting shall be held at some other place within Cuyahoga County, Ohio and causes the notice thereof to so state.

Section 1.6. Quorum. Fifteen (15) Members of the Corporation who are entitled to vote at any meeting, present in person or by proxy, shall constitute a quorum for the transaction of business to be considered at such meeting. The majority of Members represented at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time, until a quorum shall be present.

Section 1.7. Record Date. The Board of Trustees may fix a record date for any lawful purpose, including, without limiting the generality of the foregoing, the determination of Members entitled to receive notice of or to vote at any meeting. Said record date shall not be more than sixty (60) days preceding the date of such meeting, the date fixed for the payment of any dividend or distribution or the date fixed for the receipt or the exercise of rights, as the case may be.

If a record date shall not be fixed, the record date for the determination of Members who are entitled to notice of, or who are entitled to vote at, a meeting of Members, shall be the close of business on the date next preceding the day on which notice is given, or the close of business on the date next preceding the day on which the meeting is held, as the case may be.

Section 1.8. Proxies. A person who is entitled to attend a Members' meeting, to vote thereat, or to execute consents, waivers or releases, may be represented at such meeting or vote thereat, and execute consents, waivers and releases, and exercise any of his other rights, by proxy or proxies appointed by a writing signed by such person.

Section 1.9. Action by Written Consent of the Members. Except for the action required by statute to be taken at a meeting of Members held after required notice, any action required to be taken at a meeting of the Members may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by at least thirty-three percent (33%) of the Members who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the Corporation; provided that a true and exact copy of such signed written action shall be given to all Members entitled to a notice of such meeting within five (5) calendar days.

ARTICLE II. TRUSTEES

Section 2.1. Number of Trustees. The number of Trustees of the Corporation shall be seven (7) and shall consist of at least four (4) Members, and may consist of not more than one (1) LLF staff member. Otherwise, the number of Trustees may be fixed or changed at any annual meeting or at any special meeting called for that purpose by the affirmative vote of the majority of the Members of the Corporation attending such a meeting on such proposal. In the event that a member of the LLF staff is elected to serve on the Board of Trustees, said LLF staff person as a Trustee shall have the right and obligation to vote on all matters and actions duly put before the Board except that said LLF staff person shall not have the right, and shall not vote on any matter or action regarding to the compensation of the Director, assistant director (if any), or of any other LLF manager persons provided however that the foregoing shall not prohibit said LLF staff person from serving on the Ways and Means Committee.

Section 2.2. Election of Trustees. Trustees shall be elected at the annual meeting of Members, but when the annual meeting is not held or Trustees are not elected thereat, they may be elected at a special meeting called and held for that purpose. Such election shall be by ballot whenever requested by any Member entitled to vote at such election; but, unless such request is made, the election may be conducted in any manner approved at such meeting.

At each meeting of Members for the election of Trustees, the persons receiving the greatest number of votes shall be Trustees.

Section 2.3. Term of Office. Each Trustee shall hold office until the annual meeting next succeeding his election and until his successor is elected and qualified, or until his earlier resignation, death or removal from office.

Section 2.4. Removal. All the Trustees, or any individual Trustee may be removed from office, without assigning any cause, by the vote of the holders of a majority of the Members at a meeting called for such purpose.

Section 2.5. Vacancies. Vacancies in the Board of Trustees may be filled by a majority vote of the remaining Trustees until an election to fill such vacancies is had. Members entitled to elect Trustees shall have the right to fill any vacancy in the board (whether the same has been temporarily filled by the remaining Trustees or not) at any meeting of the Members called for that purpose, and any Trustees elected at any such meeting of Members shall serve until the next annual election of Trustees and until their successors are elected and qualified.

Section 2.6. Quorum and Transaction of Business. A majority of the authorized number of Trustees shall constitute a quorum for the transaction of business, except that a majority of the Trustees in office shall constitute a quorum for filling a vacancy on the board. Whenever less than a quorum is present at the time and place appointed for any meeting of the board, a majority of those present may adjourn the meeting from time to time, until a quorum shall be present. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the board.

Section 2.7. Annual Meeting. Annual meetings of the Board of Trustees shall be held immediately following annual meetings of the Members, or as soon thereafter as is practicable. If no annual meeting of the Members is held, or if Trustees are not elected thereat, then the annual meeting of the Board of Trustees shall be held immediately following any special meeting of the Members at which Trustees are elected, or as soon thereafter as is practicable. If such annual meeting of Trustees is held immediately following a meeting of the Members, it shall be held at the same place at which such Members' meeting was held.

Section 2.8. Regular Meetings. Regular meetings of the Board of Trustees shall be held at least ten (10) times each calendar year at such times as determined by the Board of Trustees, at the principal office location of the Corporation or such places, within Cuyahoga County, Ohio, as the Board of Trustees may, by resolution or by-law, from time to time, determine. The secretary shall give notice of each such resolution or by-law to any Trustee who was not present at the time the same was adopted, but no further notice of such regular meeting need be given.

Section 2.9. Special Meeting. Special meetings of the Board of Trustees may be called by the chairman of the board, the president, any vice president, or any two members of the Board of Trustees, and shall be held at such times as determined by the Board of Trustees at the principal office location of the Corporation or such places, within Cuyahoga County, Ohio, as may be specified in such call.

Section 2.10. Notice of Annual or Special Meetings. Notice of the time and place of each annual or special meeting shall be given to each Trustee by the secretary or by the person or persons calling such meeting. Such notice should specify the purpose or purposes of the meeting and may be given in any manner or method and at such time so that the Trustee receiving it may have reasonable opportunity to attend the meeting. Such notice shall, in all events, be deemed to have been properly and duly given if made at least forty-eight (48) hours prior to the meeting and directed to the residence of each Trustee as shown upon the secretary's records. The giving of notice shall be deemed to have been waived by any Trustee who shall attend and participate in such meeting and may be waived, in a writing, by any Trustee either before or after such meeting.

Section 2.11. Compensation. The Trustees, as such, shall serve at the pleasure of the Members without compensation or remuneration for their services. Nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor.

Section 2.12. By-Laws. For the government of its actions, the Board of Trustees may adopt by-laws, policies, handbooks or other standards consistent with and subject to the Articles of Incorporation and these Regulations.

Section 2.13. Written Action by Trustees. Except for any action required by statute to be taken at a meeting of Trustees held after required notice, any action required to be taken at a meeting of the Trustees may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the Trustees who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

Section 2.14. Telephonic or Electronic Communication Meetings. Unless otherwise restricted by law, the Articles of Incorporation, or these Code of Regulations, members of the Board of Trustees, or any committee thereof, may participate in a meeting by means of a conference telephone or other similar electronic communication equipment whereby all persons participating in the meeting can hear or otherwise communicate with each other, and such participation in a meeting shall constitute presence in person at such meeting. A written record shall be made of any actions taken at such meeting.

Section 2.15. Order of Business. The order of business at a regularly scheduled meeting of the Board of Trustees shall be as follows:

1. Call to Order
2. Reading, correction (if any) and approval of the previous minutes
3. Officer's Reports
4. Director's Report
5. Committee Reports

6. Unfinished Business
7. New Business
8. Announcements
9. Adjournment

ARTICLE III. COMMITTEES

Section 3.1. Executive Committee. The Board of Trustees may from time to time, by resolution passed by a majority of the whole board, create an Executive Committee of three (3) Trustees, the members of which shall be elected by the Board of Trustees, to serve at the pleasure of the board. If the Board of Trustees does not designate a chairman of the executive committee, the executive committee shall elect a chairman from its own number. Except as otherwise provided herein and in the resolution creating an executive committee, such committee shall, during the intervals between the meetings of the Board of Trustees, possess and may exercise all of the powers of the Board of Trustees in the management of the business and affairs of the Corporation, other than that of filling vacancies among the Trustees or in any committee of the Trustees. The executive committee shall keep full records and accounts of its proceedings and transactions. All action by the executive committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in the executive committee shall be filled by the Trustees, and the Trustees may appoint one or more Trustees as alternate members of the committee who may take the place of any absent member or members at any meeting.

Section 3.2. Ways and Means Committee. There is hereby established a committee of the Board of Trustees called the Ways and Means Committee, which shall consist of at least three (3) persons, including the Treasurer and the Director of the Corporation and one (1) person, who may but need not be a Trustee but must at least be a Member of the Corporation. The Treasurer shall serve as the chair of the Ways and Means Committee. The members of the Ways and Means Committee shall serve at the pleasure of the Board. The Ways and Means Committee shall draft the financial reports, prepare yearly budget and propose both long-term and short-term financial strategy for the Corporation, and shall be responsible for such other duties as delegated by the Board of Trustees.

Section 3.3. Nominating Committee. There is hereby established a committee of the Board of Trustees called the Nominating Committee, which shall consist of at least three (3) persons, including at least one (1) current Trustee. The Trustee shall serve as the chair of the Nominating Committee. The members of the Nominating Committee shall serve at the pleasure of the Board. The Nominating Committee shall be responsible for soliciting nominations for the Board of Trustees for the next annual meeting of the Members and for the Director in the event of a vacancy, screening such nominations and preparing recommendations to the Members or the Board of Trustees, as appropriate, and shall be responsible for such other duties as delegated by the Board of Trustees.

Section 3.4. Kindergarten Committee. There is hereby established a committee of the Board of Trustees called the Kindergarten Committee, which shall consist of at least three (3) persons, including at least one (1) Trustee. The Trustee shall serve as the chair of the Kindergarten Committee. The members of the Kindergarten Committee shall serve at the pleasure of the Board. The Kindergarten Committee shall advise the Board of Trustees on all issues pertaining to the Kindergarten class and its curriculum, and shall be responsible for such other duties as delegated by the Board of Trustees.

Section 3.5. Fundraising Committee. There is hereby established a committee of the Board of Trustees called the Fundraising Committee, which shall consist of at least three (3) persons, including at least one (1) Trustee. The Trustee shall serve as the chair of the Fundraising Committee. The members of the Fundraising Committee shall serve at the pleasure of the Board. The Fundraising Committee shall organize such fundraisers as it deems necessary and/or appropriate for LLF, make recommendations to the Board as to the use of the money earned from such fundraisers, and shall be responsible for such other duties as delegated by the Board of Trustees. Any monies earned as a result of any fundraiser organized by the Fundraising Committee shall be corporate assets and subject to standard operating procedures and budget of the Corporation.

Section 3.6. Tuition Assistance Committee. There is hereby established a committee of the Board of Trustees called the Tuition Assistance Committee, which shall consist of at least three (3) persons, including at least one (1) Trustee. The Trustee shall serve as the chair of the Tuition Assistance Committee. The members of the Tuition Assistance Committee shall serve at the pleasure of the Board. The Tuition Assistance Committee shall organize, solicit and accept from Members applications for tuition assistance, and shall determine which Members are to receive tuition assistance in a fair, reasonable and confidential manner subject however to the budget adopted by the Board of Trustees.

Section 3.7. Other Committees. The Board of Trustees may by resolution provide for such other standing or special committees as it deems desirable, and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the Board of Trustees. The provisions of Section 1 of this Article III shall govern the appointment and action of such committees so far as consistent, unless otherwise provided by the Board of Trustees. Vacancies in such committees shall be filled by the Board of Trustees or as the Board of Trustees may provide.

ARTICLE IV. OFFICERS

Section 4.1. General Provisions. The Board of Trustees shall elect a president, such number of vice presidents as the board may from time to time determine, a secretary and a treasurer. The Board of Trustees may from time to time create such offices and appoint such other officers, subordinate offices and assistant officers as it may determine. The officers shall be chosen from among the members of the Board of Trustees. Any two of such offices, other than that of president and vice president, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 4.2. Term of Office. The officers of the Corporation shall hold office

during the term of the Board of Trustees, and, unless sooner removed by the Board of Trustees, until the organization meeting of the Board of Trustees following the date of their election and until their successors are chosen and qualified. The Board of Trustees may remove any officer at any time, with cause. The term "with cause" shall mean the continued absence from Board meetings or committee meetings, the unwillingness to perform delegated duties, or actions which are fraudulent in nature. A vacancy in any office, however created, shall be filled by the Board of Trustees, provided that the Board unanimously agrees to such appointment.

ARTICLE V. DUTIES OF OFFICERS

Section 5.1. President. The President shall be the chief executive officer of the Corporation and chair of the Board of Trustees, and shall exercise supervision over the business of the Corporation and over its several officers, subject, however, to the control of the Board of Trustees. The office of the President shall be held only by a Member of the Corporation. The President shall preside at all meetings of Members, and shall also preside at meetings of the Board of Trustees. He shall have authority to sign all certificates, deeds, mortgages, bonds, agreements, notes, and other instruments requiring his signature on behalf of the Corporation; and such other duties and powers as the Board of Trustees may from time to time assign to him.

Section 5.2. Vice Presidents. The vice presidents shall have such powers and duties as may from time to time be assigned to them by the Board of Trustees or the president. At the request of the president, or in the case of his absence or disability, the vice president designated by the president (or in the absence of such designation, the vice president designated by the board) shall perform all the duties of the president and, when so acting, shall have all the powers of the president. The authority of vice presidents to sign in the name of the Corporation certificates, deeds, mortgages, bonds, agreements, notes and other instruments shall be coordinated with like authority of the president.

Section 5.3. Secretary. The secretary shall keep minutes of all the proceedings of the Members and Board of Trustees and shall make proper record of the same, which shall be attested by him; shall have authority to execute and deliver certificates as to any of such proceedings and any other records of the Corporation; shall have authority to sign all certificates, deeds, mortgages, bonds, agreements, notes and other instruments to be executed by the Corporation which require his signature; shall give notice of meetings of Members and Trustees; shall produce on request at each meeting of Members a certified list of Members arranged in alphabetical order; shall keep such books and records as may be required by law or by the Board of Trustees; and, in general, shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him by the Board of Trustees or the president.

Section 5.4. Treasurer. The treasurer shall have general supervision of all finances; shall receive and have in charge all money, bills, notes, deeds, leases, mortgages and similar property belonging to the Corporation, and shall do with the same as may from time to time be required by the Board of Trustees. He shall cause to be kept adequate and correct accounts of the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, together with such other accounts as may be required, and upon the expiration of his term of office shall turn over to his successor or to the Board of Trustees all

property, books, papers and money of the Corporation in his hands; and shall have such other powers and duties as may from time to time be assigned to him by the Board of Trustees or the president.

Section 5.5. Assistant and Subordinate Officers. The Board of Trustees may appoint such assistant and subordinate officers as it may deem desirable. Each such officer shall hold office during the pleasure of the Board of Trustees, and perform such duties as the Board of Trustees or the president may prescribe.

The Board of Trustees may, from time to time, authorize any officer to appoint and remove subordinate officers, and to prescribe their authority and duties.

Section 5.6. Director. The Director shall be appointed by the Board of Trustees, provided that such Director has been nominated by the Nominating Committee, except that if a LLF staff person is serving as a Trustee (if any) such LLF Staff Trustee shall not be counted in such an action to hire or remove a Director. The Director shall serve at the pleasure of the Board, and shall have all managerial responsibilities over the day-to-day operations of the Corporation, including but not limited to the hiring and firing of LLF personnel, and direct responsibility for the administering of the budget, and in any and all events, subject at all times to the direction of the Board. The Director shall have authority to sign all certificates, correspondence, agreements, notes, checks, and other instruments requiring his signature on behalf of the Corporation; and such other duties and powers as the Board of Trustees may from time to time assign to him/her.

Section 5.7. Duties of Officers May Be Delegated. In the absence of any officer of the Corporation, or for any other reason the Board of Trustees may deem sufficient, the Board of Trustees may delegate, for the time being, the powers and duties, or any of them, of such officers to any other officer or to any Trustee.

ARTICLE VI. INDEMNIFICATION AND INSURANCE

Section 6.1. Liability of Trustees. The personal liability of any Trustee present or future of the Company to the Company or any Member for breach of the duties of said Trustee as provided in Section 1702 of the Ohio Nonprofit Corporation Law shall be limited to the fullest extent permitted by said Ohio Nonprofit Corporation Law. If the Ohio Nonprofit Corporation Law is hereafter amended, to authorize the further elimination or limitation of the liability of Trustees, then the liability of a present or future Trustee of the Company shall be limited to the fullest extent permitted by the Ohio Nonprofit Corporation Law. Any repeal or modification of this Section shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Trustee of the Company existing at the time of such repeal or modification.

Section 6.2. Indemnification and Insurance.

(a) **Indemnification Rights.** Each person who was or is made a party to or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "Proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Trustee or officer of the

Company or is or was serving at the request of the Company as a Trustee, officer, employee or agent of another Company or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter the "Indemnatee"), whether the basis of such Proceeding is alleged action in an official capacity as a Trustee, officer, employee or agent or in any other capacity while serving as a Trustee, officer, employee or agent, shall be indemnified and held harmless by the Company to the fullest extent authorized by the Ohio General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than said law permitted the Company to provide prior to such amendment), against all expense, liability and loss (including attorneys fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such Indemnatee in connection therewith and such indemnification shall continue as to an Indemnatee who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the Indemnatee's heirs, executors and administrators; provided, however, that, except as provided herein, the Company shall indemnify any such Indemnatee seeking indemnification in connection with a Proceeding (or part thereof) initiated by such Indemnatee only if such Proceeding (or part thereof) was authorized by the Board of Trustees of the Company. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Company the expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that if the Ohio General Corporation Law requires, an advancement of such expenses incurred by an Indemnatee in his or her capacity as a Trustee or officer (and not in any other capacity in which service was or is rendered by such Indemnatee while a Trustee or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a Proceeding shall be made only upon delivery to the Company of an undertaking, by or on behalf of such Indemnatee, to repay all amounts so advanced if it shall ultimately be determined that such Indemnatee is not entitled to be indemnified under this Section or otherwise (hereinafter the "undertaking").

(b) Right of Indemnatee to Bring Suit. If a claim is not paid in full by the Company within sixty (60) days after a written claim has been received by the Company, the Indemnatee may at any time thereafter bring suit against the Company to recover the unpaid amount of the claim and, if successful in whole or in part, the Indemnatee shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Company) that the Indemnatee has not met the standards of conduct which make it permissible under the Ohio General Corporation Law for the Company to indemnify the Indemnatee for the amount claimed, but the burden of proving such defense shall be on the Company. Neither the failure of the Company (including its Board of Trustees, independent legal counsel, or its Members) to have made a determination prior to the commencement of such action that indemnification of the Indemnatee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Ohio General Corporation Law, nor an actual determination by the Company (including its Board of Trustees, independent legal counsel, or its Members) that the Indemnatee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the Indemnatee has not met the applicable standard of conduct.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any Indemnatee may have or hereafter acquire under any statute, provision of the certificate of incorporation, regulations, agreement, vote of Members or disinterested Trustees or otherwise.

(d) Insurance. The Company may maintain insurance, at its expense, to protect itself and any Trustee, officer, employee or agent of the Company or another Company, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Company would have the power to indemnify any such Indemnatee against such expense, liability or loss under the Ohio General Corporation Law.

(e) Continuation of Indemnity. As used in these regulations, reference to "the Company" shall include, in addition to the resulting or surviving company, any constituent corporation absorbed in a consolidation or merger which, if its separate existence and continuation, would have had power and authority to indemnify its Trustees, officers, employees and agents, so that any person who is or was a Trustee, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as such Indemnatee would have with respect to such constituent corporation if its separate existence had continued.

(f) Severability. If these regulations or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Company shall nevertheless indemnify each Trustee, officer, employee and agent of the Company as to expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or Proceeding, whether civil, criminal, administrative or investigative, including a grand jury proceeding and an action by the Company, to the fullest extent permitted by any applicable portion of this Section that shall not have been invalidated or by any other applicable law.

(g) Limitation. This Article 6 shall apply only to those persons who now, or in the future, serve as a Trustee or officer of the Company or at the request of the Company, as a Trustee, officer, employee or agent of another business entity or trust.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall end on May 31 each calendar year or on such other date as may be fixed from time to time by the Board of Trustees.

ARTICLE VIII. AMENDMENTS

This Code of Regulations may be amended, or new regulations may be adopted, at any meeting of Members called for such purpose by the affirmative vote of a majority of the Members at a special meeting called for such purpose or without a meeting by written action signed by at least thirty-three percent (33%) of the voting power of the Corporation on such proposal provided that a true and exact copy of such signed written action shall be given to all Members entitled to a notice of such meeting within five (5) calendar days.

ARTICLE IX. NON-DISCRIMINATORY POLICY

Lewis Little Folks, Incorporated will not discriminate on the basis of race, religion, color, ethnic origin, gender or disability according to the ADA (Americans with Disabilities Act), in recruitment and admission of students, and in administration of its educational policies, scholarships/loans/fee waivers, educational programs, and athletics/extracurricular activities. LLF will not discriminate on the basis of race, religion, color, ethnic origin, gender or disability according to the law in the hiring of its employees.